

Law Offices of

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May 28, 2009

RECORDATION NO. 22960-EEE FILED

Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

MAY 29 '09 -3 2 0 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Termination and Release (El-Mo II Trust No. 2001-A)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Termination and Release (El-Mo II Trust No. 2001-A) dated as of May 28, 2009, among Wilmington Trust Company, as Owner Trustee ("*Head Lessor*"), El-Mo Leasing II Corporation, as lessor (the "*Lessor*"), Union Pacific Railroad Company, as lessee (the "*Lessee*").

The enclosed document relates to the termination of those certain Lease Supplements (the "*Lease Supplements*"), that incorporate that certain Master Lease dated as of May 1, 2000 (as amended, supplemented or modified to date, the "*Sublease*"), in each case, between the Lessor and the Lessee and those certain Collateral Assignments entered into between the Head Lessor and the Lessor (the "*Collateral Assignments*") and all memoranda relating thereto concerning the equipment covered by the Lease Supplements.

The names and addresses of the parties to the enclosed document are as follows:

Lessor:	El-Mo II Leasing Corporation c/o Treasurer's Office General Motors Corporation 767 Fifth Avenue, 14th Floor New York, New York 10153
Lessee:	Union Pacific Railroad Company 1400 Douglas Street Mail Stop 1920 Omaha, Nebraska 68179

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Head Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890-1605  
Attention: Corporate Trust Administration

The equipment covered by the aforesaid Termination and Release (El-Mo II Trust No. 2001-A) consists of all railroad equipment previously on file and subject to the Lease Supplements.

A short summary of the document to appear in the index follows:

Termination and Release (El-Mo II Trust No. 2001-A)

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson  
Michael D. Robson

Enclosures

MAY 29 '09 -3 2 0 PM

TERMINATION AND RELEASE  
(EL-MO II TRUST NO. 2001-A)

SURFACE TRANSPORTATION BOARD

THIS TERMINATION AND RELEASE (El-Mo II Trust No. 2001-A) is made and entered into as of May 28, 2009 by and among WILMINGTON TRUST COMPANY, Delaware banking corporation, as Owner Trustee (the "*Head Lessor*"), EL-MO LEASING II CORPORATION, a Delaware corporation, as lessor ("*Lessor*"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, as lessee ("*Lessee*").

1. The Lessor and Lessee have heretofore entered into certain Lease Supplements (the "*Lease Supplements*"), which Lease Supplements incorporate that certain Master Lease dated as of May 1, 2000 (as amended, supplemented or modified to date, the "*Sublease*") pursuant to which the Lessor leased to the Lessee the railroad equipment described on Schedule 1 hereto (the "*Equipment*").

2. The Head Lessor and the Lessor have heretofore entered into those certain Collateral Assignments (the "*Collateral Assignments*") and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment.

3. The Head Lessor, the Lessor and the Lessee have agreed to terminate (i) the Sublease and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment (ii) the Collateral Assignments and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment.

4. The Sublease and Collateral Assignments are terminated effective as of the date hereof with respect to the Equipment.

5. This Termination and Release shall neither impair nor terminate the rights and obligations of the parties under the Sublease which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this Termination and Release to be duly executed by their respective officers duly authorized as of the date and year set forth below.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee

By \_\_\_\_\_  
Name: Anita Roselli Woolery  
Title: Assistant Vice President

Executed on this 28th day of May, 2009.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of May, 2009.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of May, 2009.

STATE OF Delaware )

COUNTY OF New Castle )

SS.:

On this, the 27 day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Alta Roselli Woolery, who being by me duly sworn, says that he is the Assistant Vice President of TRUST COMPANY, that said instrument was signed on May 27, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Patrick A. Kanar

Name:

Notary Public

My Commission Expires:

Residing in \_\_\_\_\_

(SEAL)

PATRICK A. KANAR  
Notary Public - State of Delaware  
My Comm. Expires April 1, 2010

IN WITNESS WHEREOF, the parties hereto have each caused this Termination and Release to be duly executed by their respective officers duly authorized as of the date and year set forth below.

WILMINGTON TRUST COMPANY, not in its  
individual capacity but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of May, 2009.

EL-MO LEASING II CORPORATION

By Michelle M. Scheer  
Name: Michelle Scheer  
Title: President

Executed on this 28 day of May, 2009.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of May, 2009.

STATE OF New York )  
 )  
COUNTY OF New York ) SS.:

On this, the 28 day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Michelle Scheer, who being by me duly sworn, says that (s)he is the President of EL-MO LEASING II CORPORATION, that said instrument was signed on May 28, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

STACEY SIMMONS  
NOTARY PUBLIC, State of New York  
No. 01SI6049796  
Qualified in Bronx County  
Commission Expires October 23, 2002010

Stacey Simmons  
Name: STACEY SIMMONS  
Notary Public  
My Commission Expires: 10-23-2010  
Residing in NEW YORK

(SEAL)

STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS ) SS.:

On this, the \_\_\_\_ day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on May \_\_\_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

IN WITNESS WHEREOF, the parties hereto have each caused this Termination and Release to be duly executed by their respective officers duly authorized as of the date and year set forth below.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

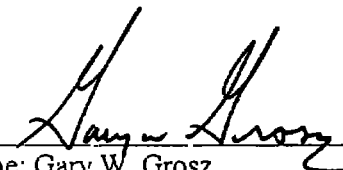
Executed on this \_\_\_\_ day of May, 2009.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of May, 2009.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 28 day of May, 2009.



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of EL-MO LEASING II CORPORATION, that said instrument was signed on May \_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

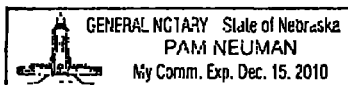
\_\_\_\_\_  
Name.  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL.)

STATE OF NEBRASKA )  
 ) SS.:  
COUNTY OF DOUGLAS )

On this, the 28<sup>th</sup> day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on May 28, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL.)

Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: Dec. 15, 2010  
Residing in Omaha, NE

**SCHEDULE 1**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
General Motors Corporation	101	UP 4285
(Electro-Motive Division)		UP 4286
Model SD70M Diesel Electric		UP 4287
Locomotives		UP 4288
		UP 4289
		UP 4290
		UP 4291
		UP 4292
		UP 4293
		UP 4294
		UP 4295
		UP 4296
		UP 4297
		UP 4298
		UP 4299
		UP 4300
		UP 4301
		UP 4302
		UP 4303
		UP 4304
		UP 4305
		UP 4306
		UP 4307
		UP 4308
		UP 4309
		UP 4310
		UP 4311
		UP 4312
		UP 4313
		UP 4314
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		UP 4316
		UP 4317
		UP 4318
		UP 4319
		UP 4320
		UP 4321
		UP 4322
		UP 4323
		UP 4324
		UP 4325

**EQUIPMENT****QUANTITY****ROAD NUMBERS**

UP 4326  
UP 4327  
UP 4328  
UP 4329  
UP 4330  
UP 4331  
UP 4332  
UP 4333  
UP 4334  
UP 4335  
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UP 4559  
UP 4560  
UP 4561  
UP 4562  
UP 4563  
UP 4564  
UP 4565

**EQUIPMENT****QUANTITY****ROAD NUMBERS**

UP 4566  
UP 4567  
UP 4568  
UP 4569  
UP 4570  
UP 4571  
UP 4572  
UP 4573  
UP 4574  
UP 4576  
UP 4577  
UP 4578  
UP 4579  
UP 4580  
UP 4582  
UP 4586  
UP 4592

CASUALTY UNIT: 4545

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation	35	UP 4341
(Electro-Motive Division)		UP 4342
Model SD70M Diesel Electric		UP 4343
Locomotives		UP 4344
		UP 4345
		UP 4346
		UP 4347
		UP 4348
		UP 4349
		UP 4350
		UP 4351
		UP 4352
		UP 4353
		UP 4354
		UP 4355
		UP 4356
		UP 4357
		UP 4358
		UP 4359
		UP 4360
		UP 4361
		UP 4362
		UP 4363
		UP 4364
		UP 4365
		UP 4366
		UP 4367
		UP 4368
		UP 4369
		UP 4370
		UP 4371
		UP 4372
		UP 4373
		UP 4374
		UP 4384